

Vanda Pharmaceuticals Inc.
 Form 4
 January 05, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Kelly James Patrick

(Last) (First) (Middle)
 2200 PENNSYLVANIA AVENUE, SUITE 300E
 (Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Vanda Pharmaceuticals Inc. [VNDA]

3. Date of Earliest Transaction (Month/Day/Year)
 01/03/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, CFO & Treasurer

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/03/2017		M		2,344	A	11
Common Stock	01/03/2017		M		5,000	A	11
Common Stock	01/03/2017		M		5,000	A	11
Common Stock	01/03/2017		M		7,500	A	11
Common Stock	01/03/2017		S ⁽²⁾		10,895	D	\$ 15.5129 (3)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(1)	01/03/2017		M	2,344	(4) (5)	Common Stock	2,344
Restricted Stock Unit	(1)	01/03/2017		M	5,000	(6) (5)	Common Stock	5,000
Restricted Stock Unit	(1)	01/03/2017		M	5,000	(7) (5)	Common Stock	5,000
Restricted Stock Unit	(1)	01/03/2017		M	7,500	(8) (5)	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly James Patrick 2200 PENNSYLVANIA AVENUE SUITE 300E WASHINGTON, DC 20037			SVP, CFO & Treasurer	

Signatures

/s/ James Patrick Kelly
01/05/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each Restricted Stock Unit ("RSU") represents a contingent right to receive a share of the Issuer's common stock.

(2) Represents shares of the Issuer's common stock sold to satisfy tax obligations relating to the acquisition of shares of the Issuer's common stock in connection with the settlement of the vested portion of RSUs as reflected in this Form 4. Such sale was executed pursuant to an irrevocable election made by the Reporting Person during an open trading window under a program approved by the Compensation Committee of the Issuer's Board of Directors.

(3) The price reported in Column 4 is a weighted average price. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

(4) 50% of the original RSU award vested on July 29, 2013 due to milestone achievement, the remaining RSUs vest in four (4) equal annual installments beginning January 1, 2014, provided Reporting Person has remained in continuous service with the Issuer on each applicable vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.

(5) Not Applicable.

(6) The RSUs shall vest in four (4) equal annual installments beginning January 1, 2015, provided Reporting Person remains continuously employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.

(7) The RSUs shall vest in four (4) equal annual installments beginning January 1, 2016, provided Reporting Person remains continuously employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.

(8) The RSUs shall vest in four (4) equal annual installments beginning January 1, 2017, provided Reporting Person remains continuously employed by the Issuer through each annual vesting date. Vested shares will be delivered on the First Permissible Trading Day (as defined in the RSU Agreement) that occurs on or after the day when the RSUs vest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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